

OMB APPROVAL	
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

RULE 13e-1

Purchase of securities by the issuer during a third-party tender offer.

Reg. §240.13e-1

An issuer that has received notice that it is the subject of a tender offer made under Section 14(d)(1) of the Act (15 U.S.C. 78n), that has commenced under §240.14d-2 must not purchase any of its equity securities during the tender offer unless the issuer first:

- (a) Files a statement with the Commission containing the following information:
 - (1) The title and number of securities to be purchased;
 - (2) The names of the persons or classes of persons from whom the issuer will purchase the securities;
 - (3) The name of any exchange, inter-dealer quotation system or any other market on or through which the securities will be purchased;
 - (4) The purpose of the purchase;
 - (5) Whether the issuer will retire the securities, hold the securities in its treasury, or dispose of the securities. If the issuer intends to dispose of the securities, describe how it intends to do so; and
 - (6) The source and amount of funds or other consideration to be used to make the purchase. If the issuer borrows any funds or other consideration to make the purchase or enters any agreement for the purpose of acquiring, holding, or trading the securities, describe the transaction and agreement and identify the parties; and
- (b) Pays the fee required by §240.0-11 when it files the initial statement.
- (c) This section does not apply to periodic repurchases in connection with an employee benefit plan or other similar plan of the issuer so long as the purchases are made in the ordinary course and not in response to the tender offer.

Instruction to §240.13e-1: File eight copies if paper filing is permitted.